UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

In re:	)	Chapter 11
	)	
Premium Transportation Staffing, Inc.,	)	Case No. 17-50689
	)	
Debtor.	)	
	)	Judge Alan M. Koschik

APPLICATION OF DEBTOR AND DEBTOR-IN-POSSESSION FOR AN ORDER, PURSUANT TO SECTIONS 327(a) AND 328(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2014(a), AUTHORIZING DEBTOR TO EMPLOY AND RETAIN BROUSE MCDOWELL, LPA AS BANKRUPTCY COUNSEL EFFECTIVE AS OF THE PETITION DATE

Premium Transportation Staffing, Inc. (the "**Debtor**") in the above-captioned case (the "**Case**"), hereby submits this application (the "**Application**"), pursuant to Sections 327(a) and 328(a) of Title 11 of the United States Code (the "**Bankruptcy Code**"), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") and Local Bankruptcy Rule 2016-1, for entry of an order authorizing the Debtor to employ and retain Brouse McDowell, LPA ("**Brouse McDowell**") as its bankruptcy counsel effective as of the Petition Date. In support of the Application, the Debtor refers to and relies upon the Verified Statement of Kate M. Bradley, a shareholder at Brouse McDowell, attached hereto as Exhibit A, filed contemporaneously herewith, and respectfully represent as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief herein are Sections 105(a), 327, and 328 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and Local Bankruptcy Rule 2016-1.

BACKGROUND

4. On March 24, 2017 (the "**Petition Date**"), the Debtor filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**").

5. The Debtor is operating its business as a debtor-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner, or official committee of unsecured creditors has been appointed.

6. Debtor is an Ohio corporation located in Medina, Ohio. Debtor is a holding company that owns 100% of the shares of PTS Limited Insurance, a captive insurance company insuring certain non-debtor affiliates.

7. Debtor is a wholly owned subsidiary of Premium Transportation Group, Inc. ("Group"). In addition to the Debtor, Group is the sole shareholder of multiple operating companies, each of which provide services to logistics companies.

RELIEF REQUESTED

8. The Debtor requests an order of this Court authorizing the Debtor to employ and retain Brouse McDowell as its bankruptcy counsel effective as of the Petition Date.

I. Selection of Brouse

9. The Debtor selected Brouse McDowell as its bankruptcy counsel because Brouse McDowell has substantial experience and expertise in Chapter 11 cases involving business entities, as well as in the practice areas of corporate law, labor, litigation, employee benefits, real estate, secured lending, finance, taxation and other fields that may be required by the Debtor in this Case. Brouse McDowell has the resources necessary to manage a Chapter 11 case of this

size, complexity and scope. Brouse McDowell has represented debtors, creditors, purchasers, and other parties-in-interest before courts in the Sixth Circuit.

10. For these reasons, the Debtor believes that Brouse McDowell possesses the requisite expertise to serve as bankruptcy counsel in this Case, and can do so in an efficient and cost-effective manner.

II. Services to be Rendered

11. The employment of Brouse McDowell is necessary to assist the Debtor in executing its duties as a debtor-in-possession and implementing the reorganization of the Debtor's financial affairs. Subject to further order of this Court, the professional services that Brouse McDowell may render to the Debtor as its bankruptcy counsel, as the Debtor may request from time-to-time, include, without limitation:

(a) advising the Debtor with respect to its powers and duties as debtor-in-possession in the continued operation of its business;

(b) advising the Debtor with respect to all bankruptcy matters;

(c) preparing on behalf of the Debtor all necessary motions, applications, answers, orders, reports, and papers in connection with the administration of its estate;

(d) representing the Debtor at all hearings on matters relating to its affairs and interests as debtor-in-possession before this Court, any appellate courts, the United States Supreme Court, and protecting the interests of the Debtor;

(e) prosecuting and defending litigated matters that may arise during this Case, including such matters as may be necessary for the protection of the Debtor's rights, the preservation of estate assets, or the Debtor's successful reorganization;

(f) preparing and filing the disclosure statement and negotiating, presenting and implementing a plan of reorganization;

(g) negotiating and seeking approval of a sale of some or all of the Debtor's assets should such be in the best interests of the Debtor's estate;

(h) negotiating appropriate transactions and preparing any necessary documentation related thereto;

(i) representing the Debtor on matters relating to the assumption or rejection of executory contracts and unexpired leases;

(j) advising the Debtor with respect to corporate, real estate, litigation, labor, finance, regulatory, tax, health care and other legal matters which may arise during the pendency of this Case; and

(k) performing all other legal services that are necessary for the efficient and economic administration of this Case.

12. After due consideration and deliberation, the Debtor has concluded that its interests and the interests of its estate and creditors will be best served by the retention of Brouse McDowell, as counsel to the Debtor, to render such legal services as are necessary and appropriate in connection with the matters set forth above and to render such additional legal services as may be required from time-to-time during the pendency of this Case. Brouse McDowell will work with the Debtor to efficiently utilize all professionals in this Case.

13. Subject to the Court's approval of this Application, Brouse McDowell has indicated a willingness to serve as the Debtor's counsel and to perform the services described above.

III. Professional Fees and Expenses

14. The Debtor paid to Brouse McDowell a $70,000.00 retainer (the "Retainer") on March 21, 2017 in contemplation of the filing of this Chapter 11 Case. The total amount billed to the Retainer was approximately $7,396.50.

15. As of the Petition Date, Brouse McDowell estimates that the balance of the Retainer is approximately $62,603.50.[1] Brouse McDowell has billed and been paid for all

[1] The Debtor intends to use some of the remaining Retainer balance to pay the filings fees and costs associated with this Case.

services through March 24, 2017 and a complete disclosure of those payments will be provided in the Statement of Financial Affairs for the Debtor.

16. Brouse McDowell intends to seek authority from this Court to apply the Retainer to any outstanding fees and disbursements that accrued prior to the Petition Date. Brouse McDowell will request that any remaining retainer funds be applied to its compensation as granted by final order of this Court.

17. Brouse McDowell's fees for professional services are based upon its standard hourly rates, which are periodically adjusted. The Debtor, subject to Court approval in accordance with Section 330(a) of the Bankruptcy Code, applicable Bankruptcy Rules, and the orders and Local Bankruptcy Rules of this Court, propose to pay Brouse McDowell its customary hourly rates in effect from time-to-time as set forth below, plus reimbursement of actual, necessary expenses incurred by Brouse McDowell in the course of the representation. The Debtor is advised that the hourly rates set forth below are subject to periodic increases in the normal course of the firm's business, often due to increased experience of a particular professional. Brouse McDowell will give prior notice to the Debtor of any such periodic increases.

18. The Debtor anticipates that the following Brouse McDowell attorneys and staff will assist the Debtor in this Case:

Attorney/Staff	Fee (per hour)
Marc B. Merklin	$425.00
Kate M. Bradley	$325.00
Bridget A. Franklin	$300.00
Theresa M. Palcic	$170.00

19. These are Brouse McDowell's hourly rates for work of this nature and are subject to periodic adjustments to reflect economic and other conditions, although Brouse McDowell will provide prior notice to the Debtor before any upward adjustments. The Debtor understands that other attorneys, paralegals, and staff at Brouse McDowell may serve the Debtor at similar rates from time-to-time in connection with this Case.

20. Consistent with the firm's policy with respect to its other clients, Brouse McDowell will continue to charge the Debtor for all other services provided and for other charges and disbursements incurred in the rendition of services. These charges and disbursements include, among other things, costs for travel, business meals, messengers, couriers, witness fees, and other fees related to trials, hearings, and other proceedings which may arise from time-to-time in this Case. Charges and disbursements are invoiced pursuant to Brouse McDowell's terms of engagement and will comply with the United States Trustee's guidelines for fees and disbursements for professionals in Northern District of Ohio bankruptcy cases.

21. Brouse McDowell intends to apply to the Court for allowance of compensation for professional services and reimbursement of expenses incurred in this Case in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the orders and Local Bankruptcy Rules of this Court.

22. Brouse McDowell has agreed to accept as compensation such sums as may be allowed by the Court on the basis of (a) the professional time spent, (b) the rates charged for such services, (c) the necessity of such services to the administration of the estate, (d) the reasonableness of the time within which the services were performed in relation to the results achieved, and (e) the complexity, importance, and nature of the problems, issues, or tasks addressed in this Case.

IV. Disinterestedness of Professionals

23. Brouse McDowell has undertaken a database and electronic search to determine, and to disclose, whether it represents or has represented any significant creditors, insiders of the Debtor and other parties-in-interest. In connection with its proposed retention by the Debtor in this Case, Brouse McDowell conducted a search of its client database to determine whether it had any relationships with any of the material parties-in-interest (the "Interested Parties") in this Case.

24. Brouse McDowell does not have any connection with the Debtor, its creditors, or any other party-in-interest, except to the extent set forth herein and in the Bradley Verified Statement. Although Brouse McDowell is unaware of any representation of a creditor of the Debtor (other than those discussed below and in the Verified Statement), it may represent one or more small creditors in other matters wholly unrelated to this Chapter 11 Case. Brouse McDowell will not undertake representation of a creditor in this proceeding.

25. Brouse McDowell represents FirstEnergy, FirstEnergy Solutions Corp., Ohio Edison Company, The Illuminating Company and their affiliates in matters wholly unrelated to this proceeding. It is not known whether FirstEnergy, FirstEnergy Solutions Corp. or their affiliates have claims in this Case. However, Brouse McDowell will not represent FirstEnergy, FirstEnergy Solutions Corp., Ohio Edison Company, The Illuminating Company or their affiliates in any matter related to this Chapter 11 proceeding.

26. Brouse McDowell has represented and continues to represent the State of Ohio Department of Taxation, Ohio Bureau of Workers' Compensation and the Ohio Department of Job & Family Services in matters wholly unrelated to these proceedings. Brouse McDowell will not represent the State of Ohio in any matter related to these Chapter 11 proceedings.

27. To the best of the Debtor's knowledge, information and belief, and based upon the information provided to the Debtor by Brouse McDowell and as set forth in the Verified Statement of Kate M. Bradley, Brouse McDowell neither represents nor holds any interest materially adverse to the interests of the estate or any class of creditors or equity security holders by reason of any relationship or connections with or interest in the Debtor or any of its creditors or any party-in-interest in this Case, and is therefore "disinterested" as such term is defined in Section 101(14) of the Bankruptcy Code.

28. Brouse McDowell has advised the Debtor that it will conduct continuing inquiries into any matters which would affect the firm's disinterested status, and Ms. Bradley will file promptly a supplemental statement setting forth the results of that inquiry if additional disclosure is required.

NOTICE

29. Notice of the Application has been given to (a) the Office of the United States Trustee for the Northern District of Ohio, (b) the Debtor's creditors, and (c) all parties who have appeared and requested notice pursuant to Bankruptcy Rule 2002. The Debtor submits that, under the circumstances, no other or further notice need be given.

30. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the Debtor requests the relief sought by this Application be immediately effective and enforceable upon entry of the order requested hereby.

CONCLUSION

WHEREFORE, the Debtor respectfully requests that this Court enter an order, substantially in the form attached hereto as Exhibit B, granting the relief requested herein and granting such other and further relief as the Court deems just and proper.

Dated: March 24, 2017

Respectfully submitted,

/s/ Kate M. Bradley

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